



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

RECORDATION NO

14969-B  
JUN 14 1989 4:05 AM

INTERSTATE COMMERCE COMMISSION

June 13, 1989

RECORDATION NO

14969-A  
JUN 14 1989 4:05 PM

INTERSTATE COMMERCE COMMISSION

BY FEDERAL EXPRESS

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W.  
Room 2215  
Washington, DC 20423

9-165A125

RE: Equipment Trust Agreement (Series P-5)  
Filed June 6, 1986  
Recordation # 14969

Dear Sir or Madam:

Enclosed are the original and two certified copies of the First Supplemental Trust Agreement, dated May 1, 1989, between Union Tank Car Company and Continental Bank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me. I am enclosing a Federal Express envelope for the return of these documents.

If you have any questions, please call me at (312) 845-5336. Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/kdg  
4066d

Enclosure



A MEMBER OF THE MARMON GROUP OF COMPANIES

STATE OF ILLINOIS )  
COUNTY OF COOK )

RECORDED 113 FILED 146A  
JUN 14 1989 -4 05 PM  
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Kristine D. Gord, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the First Trust Agreement, dated May 1, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In witness whereof, the undersigned has set her hand and seal this 13th day of June, 1989.

Kristine D. Gord  
Notary Public

4066d



**Interstate Commerce Commission**

**Washington, D.C. 20423**

**6/19/89**

**OFFICE OF THE SECRETARY**

**Patrick J. Allen**

**Union Tank Car Company**

**225 West Washington Street**

**Chicago, Illinois 60606**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/14/89 at 4:05pm, and assigned recordation number(s). 14969-A & 14969-B

Sincerely yours,

*Nesta L. McGee*

Secretary

Enclosure(s)

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT dated as of May 1, 1989, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Company"), and Continental Bank, N.A., a national banking association, as trustee ("Trustee").

RECORDATION NO

14969A  
FILED 1425

WITNESSETH:

JUN 14 1989 -4 05 PM

WHEREAS, Company has heretofore executed and delivered a Trust Agreement dated as of May 15, 1986 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series P-5) in aggregate principal amount of \$40,656,341; and

WHEREAS, Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

#### ARTICLE ONE

##### Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

#### ARTICLE TWO

##### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

#### ARTICLE THREE

##### Concerning Trustee

Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respected ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

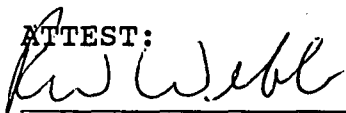
IN WITNESS WHEREOF, Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: 

R. C. Gluth, Executive Vice  
President

ATTEST:



Robert W. Webb, Secretary

CONTINENTAL BANK, N.A.

By: 

Robert J. Minkus  
Vice President

ATTEST:

  
~~Trust Officer~~

CORPORATE PRODUCTS OFFICER

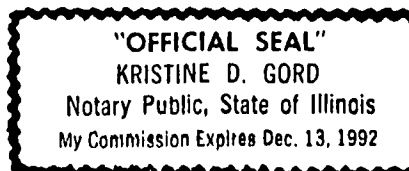
STATE OF Illinois )  
COUNTY OF Cook ) SS

On this May 1, 1989, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President and Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Kristine D. Gord  
Notary Public

My Commission Expires:

December 13, 1992



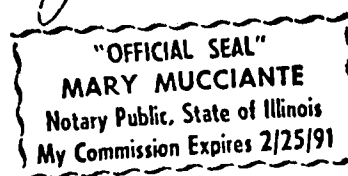
STATE OF Illinois )  
COUNTY OF Cook ) SS

On this 9th day of June, 1989, before me personally came Robert J. Dwyane, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Continental Bank, NA, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Mary Mucciante  
Notary Public

My Commission Expires:

2/25/91



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 04/07/89

PAGE NO : 1

CERTIFICATE TRUST SERIES: P005

<u>QUANTITY</u>	<u>A.A.R.</u> <u>MECHANICAL</u> <u>DESIG. CODE</u>	<u>CAPACITY</u> <u>IN</u> <u>GALLONS</u>	<u>ROAD NUMBERS</u>
21	C214	5,800	UTCX46613-UTCX46629,UTCX46631-UTCX46634
2	T564	17,000	LCHX750125,LCHX750127
<hr/>			
23	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 04/07/89  
PAGE NO : 1

CERTIFICATE TRUST SERIES: P005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
23	C214	5,800	UTCX58617-UTCX58639

23 TOTAL

23 TOTAL FOR ALL SERIES



STATE OF ILLINOIS    )  
                              )  
COUNTY OF COOK        )

CERTIFICATE

The undersigned, Kristine D. Gord, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Bill of Sale, dated May 1, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In witness whereof, the undersigned has set her hand and seal this 13th day of June, 1989.

Kristine D. Gord  
Notary Public

4066d

